

(3)

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, Billy W Hearne and wife, Carolyn L Hearne, hereafter referred to as 'Lessor,' and FINLEY RESOURCES INC., hereafter referred to as 'Lessee', are parties to that certain Oil and Gas Lease dated November 1, 2005, and recorded in D205365389, of the Official Records of Tarrant County, Texas (the 'Lease'), said Lease being a part of Assignment and Bill of Sale conveyances recorded in D207365556, dated September 27, 2007, D210109815, dated January 1, 2010 and D210117986, dated May 19, 2010, Official Public Records, Tarrant County, Texas, which Lease Covers the following described lands:

Lot 19, Lot 20, Lot 21, Lot 22 and Lot 23, Block 8, RIVERSIDE GARDENS ADDITION, an Addition to the City of Fort Worth, Tarrant County, Texas.

WHEREAS, Lessor and Lessee recognize that the primary term of the Lease was extended for an additional two (2) years from the original primary term expiration as recorded in Document No. D210194412, Official Public Records, Tarrant County, Texas.

WHEREAS, Lessor and Lessee recognize that said Lease is in full force and effect; and it is the desire of both Lessor and Lessee to amend said Lease in the manner provided herein below.

NOW, THEREFORE, in consideration of the premises and other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree to amend the first (1st) line of Section 2. by removing the words "three (3)" adding the word "six (6)" to so that the first line now reads:

"2. Subject to the other provisions herein contained, this is a paid-up lease and shall be for a term of six (6)";

ADDITIONALLY, Lessor and Lessee agree to amend the Land Description by removing the words "Lot 19, Lot 20, Lot 21, Lot 22 and Lot 23, Block 8, RIVERSIDE GARDENS ADDITION, an Addition to the City of Fort Worth, Tarrant County, Texas." so that the Land Description now reads "0.6400 acres, more or less, and being Lots 19,20,21,22, and 23, Block 8, Riverside Gardens Addition, an addition to the City of Fort Worth, Tarrant County, Texas, according to the Plat recorded in Volume 388-B, Page 190, Plat Records, Tarrant County, Texas."

ADDITIONALLY, Lessor and Lessee agree to remove Section 13 in it's entirety.

Lessor and Lessee hereby adopt, ratify and confirm said Lease as the same is hereby amended, and Lessor hereby grants, leases, and lets all of the acreage above-described and referred to unto Lessee subject to and under the terms and provisions of said Lease; and such Lease is expressly affirmed, ratified and declared to be effective and binding for all purposes as of the date hereof.

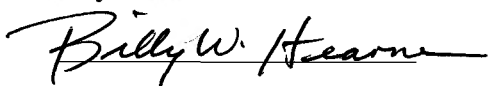
The provisions hereof shall extend to and be binding upon the heirs, successors, legal representatives and assigns of the parties executing the amendment.

This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

EXECUTED the 22 day of SEPT, 2010.

LESSOR

Billy W. Hearne



Carolyn L. Hearne



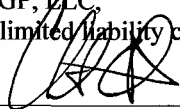
LESSEE

FINLEY PRODUCTION CO., LP

A Texas limited partnership,

by FPC GP, LLC,

a Texas limited liability company, it's general partner

By:  Clinton Koerth

It's: Vice President

RJR ASSET HOLDINGS, L.P.

a Texas limited partnership,

by RJR Asset Holdings Management, LLC,

a Texas limited liability company, it's general partner

By:  Rudolph J. Renda

It's: Manager

BRENT D. TALBOT



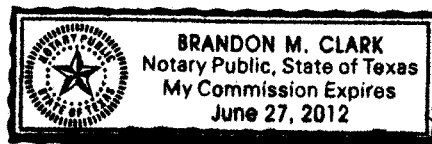
CLINTON H. KOERTH



STEPHEN M. CLARK



STATE OF TEXAS §
COUNTY OF TARRANT §



Before me, the undersigned authority, on this 22 day of SEPT, 2010 personally appeared **Billy W. Hearne and wife, Carolyn L. Hearne** acknowledged to me that they executed the same as their free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 22nd day of September, 2010.

My commission expires:

June 27, 2012

Notary Public:

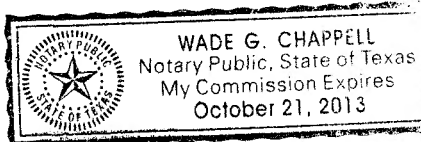


STATE OF TEXAS §
COUNTY OF TARRANT §


Before me, the undersigned authority, on this 29 day of Sept, 2010 personally appeared **CLINTON H. KOERTH** as the Vice President of FPC GP, LLC, the general partner of Finley Production Co., L.P., and acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 29 day of Sept, 2010.

My commission expires:



Notary Public:

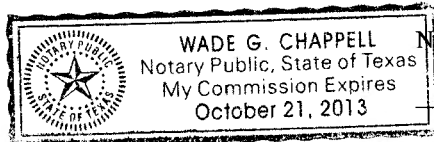


STATE OF TEXAS §
COUNTY OF TARRANT §

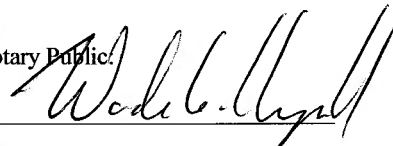
Before me, the undersigned authority, on this 29 day of Sept, 2010 personally appeared **RUDOLPH J. RENDA** as the Manager of RJR Asset Holdings Management, LLC, the general partner of RJR Asset Holdings, L.P., and acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 29 day of Sept., 2010.

My commission expires:



Notary Public:

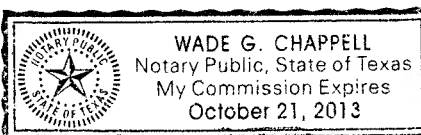


STATE OF TEXAS §
COUNTY OF TARRANT §

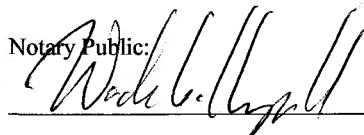
Before me, the undersigned authority, on this 29 day of Sept, 2010 personally appeared **BRENT D. TALBOT** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 29 day of Sept., 2010.

My commission expires:



Notary Public:

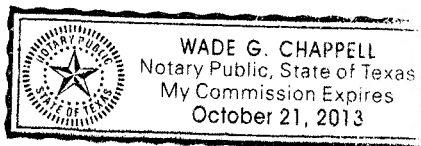


STATE OF TEXAS §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this 29 day of Sept., 2010 personally appeared **CLINTON H. KOERTH** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 29 day of Sept., 2010.

My commission expires:



Notary Public:

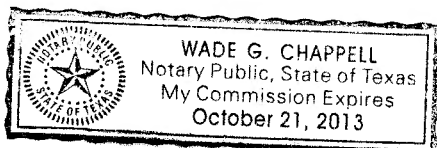
Wade G. Chappell

STATE OF TEXAS §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this 29 day of Sept, 2010 personally appeared **STEPHEN M. CLARK** acknowledged to me that he executed the same as his free and voluntary act and deed for the purpose and consideration therein expressed.

Given under my hand and seal of office this 29 day of Sept, 2010.

My commission expires:



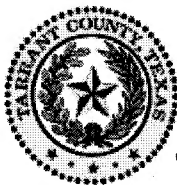
Notary Public:

Wade G. Chappell

PLEASE RETURN TO:
ATTN: WADE CHAPPELL
FINLEY RESOURCES, INC.
P O BOX 2200
FORT WORTH, TX 76113

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

FINLEY RESOURCES INC
PO BOX 2200
FT WORTH, TX 76113

Submitter: FINLEY RESOURCES INC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 10/4/2010 10:11 AM

Instrument #: D210243626

LSE

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PGS

\$24.00

By: _____

Suzanne Henderson

D210243626

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: VMMASSINGILL